

## NOTICE

**NOTICE** is hereby given that the **35<sup>th</sup> Annual General Meeting** of the members of **Vinayak Vanijya Limited** (“the **Company**”) will be held on **Thursday, 24<sup>th</sup> December, 2020 at 02:00 P.M.** at the registered office of the Company to transact the following business (es):-

### ORDINARY BUSINESS:

**1. Adoption of Standalone Financial Statements for the Financial year ended 31<sup>st</sup> March, 2020**

To receive, consider and adopt the standalone financial statements of the Company for the financial year ended on **31<sup>st</sup> March, 2020** including the audited Balance Sheet as at 31<sup>st</sup> March, 2020 Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon.

**2. Re-appointment of Director Ms. Samita Gupta (DIN: 00132853) retiring by Rotation**

To appoint **Ms. Samita Gupta (DIN: 00132853)** who retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for Re-appointment.

### SPECIAL BUSINESS:

**3. To consider the regularization of Mrs. Sunayana Puri (DIN: 05136792) as director of the Company**

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mrs. Sunayana Puri (DIN: 05136792)** be and is hereby appointed as Director of the Company, who is eligible to be so appointed and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director.”

**By order of the Board of Directors  
For Vinayak Vanijya Limited**

**Ankit Aggarwal  
Whole time Director  
DIN:00385982**

**Date: 28.11.2020**

**Place: New Delhi**

### NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**

A person can act as a proxy on behalf of members **not exceeding fifty** and holding in aggregate **not more than ten percent of the total share capital** of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person(s) or shareholder(s).

3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
5. Brief details of Directors seeking re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of this notice.
6. The Register of Members and Share Transfer Books will remain closed from **Saturday, 19.12.2020 to Thursday, 24.12.2020** (both days inclusive).
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as required under the amended SEBI guidelines and regulations to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.
8.
  - a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.
  - b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
9. The shares of the Company are at presently listed on **BSE Limited**.
10. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by **Central Depository Services (India) Limited (CDSL)**. The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.

***The instructions for e-voting by members are annexed to the Notice.***

11. The Board of Directors of the company has appointed **M/s Ojha & Associates, Company Secretaries**, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
12. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a **“Consolidated Scrutinizer’s Report”** and submit the same to the Chairperson. The results declared along with the consolidated scrutinizer’s report shall be placed on website of the Company at [www.vinayakvanijya.com](http://www.vinayakvanijya.com) and on the website of Stock Exchange at [www.bseindia.com](http://www.bseindia.com). The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.
13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
14. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e-voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice.  
Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instructions through E-mail.

15. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the **cut-off date** i.e. **18<sup>th</sup> December, 2020**.
16. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of e-voting / Poll.
- Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.*
17. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.
18. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
19. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Notice of 35th AGM along with the Annual Report for FY 2020 is being sent also through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2020 will also be available on the Company's website at [www.vinayakvanijya.com](http://www.vinayakvanijya.com); website of the stock exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., [www.evotingindia.com](http://www.evotingindia.com)
20. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail id by sending e-mail to company's email id [vanijya1985@gmail.com](mailto:vanijya1985@gmail.com) or our RTA. Members are requested to register their email id and support the green initiative efforts of the Company.
21. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
22. SEBI vide its notification (SEBI/LADNRO/GN/2018/24) dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings.
23. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
24. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
25. The Company has been maintaining, inter alia, the following statutory registers at its registered office at **Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019**:
- Register of contracts or arrangements in which directors are interested under section 189 of the Act.
  - Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
- The said registers will be made accessible for inspection and shall remain open and be accessible to any member during the continuance of the meeting.
26. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at [www.vinayakvanijya.com](http://www.vinayakvanijya.com)

In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

- 27. The route map is not annexed to this Notice.
- 28. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., **Friday 18<sup>th</sup>December,2020**, such person may obtain the user id and password from by email request on [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in) .
- 29. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to [vvanijya1985@gmail.com](mailto:vvanijya1985@gmail.com) or RTA for obtaining the Annual Report and Notice of AGM.
- 30. Instructions for remote e-voting and joining the AGM are as follows:

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The Board of Directors of the company has appointed **M/s. Ojha& Associates**, Company Secretaries, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
- ii. The voting period begins on **<Monday,December 21, 2020 from 09:00 A.M>** and ends on **<Wednesday, December 23, 2020 from 05:00 P.M.>**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **<Friday, December 18, 2020>** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- v. Click on "Shareholders" module.
- vi. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login – Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vii. Next enter the Image Verification as displayed and Click on Login.
- viii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- ix. If you are a first time user follow the steps given below:

PAN	<p><b>For Shareholders holding shares in Demat Form and Physical Form</b></p> <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- x. After entering these details appropriately, click on "SUBMIT" tab.
- xi. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for the relevant Company Name <**VINAYAK VANIJYA LTD.**> on which you choose to vote.
- xiv. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xix. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx. Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **vvaniija1985@gmail.com(Company Email id)** with a copy marked to RTA investor.services@rcmcdelhi.com
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **vvaniija1985@gmail.com(Company Email id)** with a copy marked to RTA investor.services@rcmcdelhi.com

**Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.



- The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **vvaniya1985@gmail.com**(designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com** or contact Mr. NitinKunder (022-23058738) or Mr.MehboobLakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call on 022-23058542/43.

- i. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

<b>Name of Official</b>	<b>Mr. Ankit Aggarwal</b>
<b>Designation</b>	Whole Time Director
<b>Address</b>	Flat No.28,Stilt Floor, Devika Tower 6, Nehru Place,New Delhi-110019
<b>Contact</b>	011-43675500
<b>E-mail</b>	vvaniya1985@gmail.com

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

##### **ITEM NO. 3**

##### **APPOINTMENT OF MRS. SUNAYANA PURI (DIN: 05136792) AS A DIRECTOR**

**Mrs. SunayanaPuri (DIN: 05136792)** was appointed as an Additional Director on the Board of the Company on November 27, 2020.

The Company has received intimation in Form DIR-8 from Mrs. SunayanaPuri that, she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and his consent to continue as a Director.

The resolution seeks the approval of members for the appointment of Mrs. SunayanaPuri as a Director of the Company in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. SunayanaPuri, the Board of Directors at its meeting held on November 27, 2020 approved the appointment of Mrs. SunayanaPuri as mentioned in the resolution.

For your information and record, Mrs. SunayanaPuri has vast experience in legal and general management. Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as a Director.

The nature of concern or interest, financial or otherwise, if any, in respect of the Appointment of Mrs. SunayanaPuri:

- (i) Directors: No other Director is interested  
(ii) Every other Key Managerial Personnel: NIL  
(iii) Relatives: NIL

**PROFILE OF PROPOSED DIRECTOR**

<b>Name</b>	<b>Samita Gupta</b>	<b>Sunayana Puri</b>
<b>Director Identification Number (DIN)</b>	00132853	05136792
<b>D.O.B.</b>	12.01.1959	13.12.1984
<b>Qualification</b>	Graduate in Political Science	Company Secretary
<b>Expertise in specific area</b>	Professional Interior Decorator & Designer	Legal, Finance and Management
<b>Date of First appointment on the Board of the Company</b>	15 <sup>th</sup> March, 2005	27 <sup>th</sup> November, 2020
<b>Shareholding in the Company (Only In case the Director to be appointed is a Non- Executive Director)</b>	323200	-
<b>List of Directorship held in other companies</b>	<ol style="list-style-type: none"> <li>1. Brisk Services Limited</li> <li>2. Devika Universal Lands Private Limited</li> <li>3. Devika Promoters And Builders Private Limited</li> <li>4. Devika Universal Lands &amp; Building Private Limited</li> <li>5. UltrascendInfratech Private Limited</li> <li>6. Rosegold Developers Private Limited</li> <li>7. Pinkgold Developers Private Limited</li> <li>8. VipshellInfotech Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Chandra Credit Ltd.</li> <li>2. Sueryaa Knitwear Limited</li> </ol>
<b>Names of Listed Entities in which the person holds membership of Committees of the Board</b>	1. Brisk Services Limited	-
<b>Relationship between Directors Inter-se</b>	Ms. Samita Gupta is the mother of Mr. Ankit Aggarwal	-